

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Bankruptcy No. 01-01139 (JKF)

(Jointly Administered)

Hearing Date: December 20, 2004 @ 12:00 PM

Objections Due: October 12, 2004

**SUMMARY OF THE THIRTEENTH<sup>1</sup> INTERIM QUARTERLY APPLICATION OF  
ELZUFON AUSTIN REARDON TARLOV & MONDELL, P.A., FOR COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS  
DELAWARE COUNSEL TO THE ZONOLITE ATTIC INSULATION CLAIMANTS  
FOR THE INTERIM PERIOD FROM APRIL 1, 2004 THROUGH JUNE 30, 2004**

**Name of Applicant:** Elzufon Austin Reardon Tarlov & Mondell, P.A.

**Authorized to provide  
Professional services to:** Zonolite Attic Insulation Claimants

**Date of retention:** July 22, 2002

**Period for which compensation  
and reimbursement is sought:** April 1, 2004 through  
June 30, 2004

**Amount of compensation sought  
as actual reasonable and necessary:** \$ 4,690.50

**Amount of expense reimbursement  
sought as actual reasonable and  
necessary:** \$ 2,066.84

This is a: \_\_\_\_\_ Monthly ☒ Quarterly \_\_\_\_\_ Final Application

**Prior Application Filed:** Yes.

<sup>1</sup> To conform with the titles of the quarterly applications being filed by the firms who have been in the case since its inception, EARTM is titling this the "Thirteenth Interim Quarterly Application although it is actually EARTM's eighth such application.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
11/19/02	7/23/02 through 9/30/02	\$ 5,738.00	\$ 692.54	Approved	Approved
3/5/03	10/1/02 through 12/31/02	\$ 7,800.50	\$ 2,547.87	Approved	Approved
6/2/03	1/1/03 through 3/31/03	\$ 7,315.50	\$ 1,876.44	Approved	Approved
9/3/03	4/1/03 through 6/30/03	\$ 5,937.50	\$ 4,284.81	Pending	Pending
11/19/03	7/1/03 through 9/30/03	\$10,919.00	\$ 2,387.21	Pending	Pending
2/18/04	10/1/03 through 12/31/03	\$5,973.50	\$3,343.18	Pending	Pending
6/7/04	1/1/04 through 3/31/04	\$4,345.50	\$4,068.14	Pending	Pending

The total time expended for the preparation of this application is approximately 3.5 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$450.00.

The Elzufon Austin Reardon Tarlov & Mondell, P.A., attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly Billing Rate	Total billed hours	Total compensation
William D. Sullivan	Partner	13	Bankruptcy	\$220.00	7.0	\$ 1,540.00
Charles J. Brown	Associate	10	Bankruptcy	\$190.00	1.7	\$ 323.00
TOTALS					8.7	\$1,863.00

The paraprofessionals who rendered professional service in these cases during the Fee Period are:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly Billing Rate	Total billed hours	Total compensation
Thomas Bielli	Paralegal	2	Bankruptcy	\$75.00	1.7	\$127.50
Michael Young	Paralegal	2	Bankruptcy	\$75.00	36.0	\$2,700.00
TOTALS					37.7	\$2,827.50

### Compensation by Project Category

Category	Total Hours	Total Fees
11 and 12-Fee Applications	33 Hours	\$2,815.50
22-ZAI Science Trial	13.4 Hours	\$1,875.00
TOTALS	46.4 Hours	\$4,690.50

### Expenses

Description	Amount
Computer Assisted Legal Research	
Telephone Expense	
Telephone Expense – Outside	
Facsimile (\$1.00 per page)	
Postage Expense	
Courier & Express Carriers	
In-House Duplicating / Printing (\$.15 per page)	
Outside Duplicating / Printing	\$2,066.84
Lodging	
Transportation	
Air Travel Expense	
Taxi Expense	
Mileage Expense	
Travel Meals	
Parking	
General Expense	
Expert Services	
Books/Videos	
Total:	\$2,066.84

Dated: Wilmington, Delaware  
September 21, 2004

ELZUFON, AUSTIN, REARDON,  
TARLOV & MONDELL, P.A.

/s/ William D. Sullivan

William D. Sullivan, Esq. (No. 2820)  
Charles J. Brown, III, Esq. (No. 3368)  
300 Delaware Avenue, Suite 1700  
P.O. Box 1630  
Wilmington, DE 19899-1630  
Phone: (302) 428-3181  
Fax: (302) 777-7244

*Delaware Counsel to ZAI Claimants*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. Grace & Co., <u>et al.</u> ,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	<b>Hearing Date: December 20, 2004 @ 12:00 PM</b>
	)	<b>Objections Due: October 12, 2004</b>

**THIRTEENTH<sup>2</sup> INTERIM QUARTERLY APPLICATION OF ELZUFON  
AUSTIN REARDON TARLOV & MONDELL, P.A., FOR COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS  
DELAWARE COUNSEL TO THE ZONOLITE ATTIC INSULATION CLAIMANTS  
FOR THE INTERIM PERIOD FROM APRIL 1, 2004 THROUGH JUNE 30, 2004**

Pursuant to Sections 327, 330 and 331 of Title 11 of the United States Code (as amended, the "Bankruptcy Code"), Fed. R. Bankr. P. 2016, the Appointment Order (as defined below), the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Interim Compensation Order"), the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (the "Amended Interim Compensation Order" and collectively with the Interim Compensation Order, the "Compensation Order") and Del.Bankr.LR 2016-2, the law firm of Elzufon Austin Reardon Tarlov & Mondell, P.A., ("Applicant" or "EARTM"), Delaware Counsel to the ZAI Claimants, hereby applies for an order allowing it: (i) compensation in the amount of \$4,690.50 for the reasonable and necessary legal services EARTM has rendered; and (ii) reimbursement for the actual and necessary expenses EARTM has incurred in the amount of \$2,066.84 (the "Thirteenth Interim Quarterly

Fee Application”), for the interim quarterly period from April 1, 2004 through June 30, 2004 (the “Fee Period”). In support of the Thirteenth Interim Quarterly Fee Application, EARTM respectfully states as follows:

### **Background**

#### **Retention of EARTM**

1. On April 2, 2001 (The “Petition Date”), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On May 3, 2001, this Court entered the Interim Compensation Order and entered the Amended Interim Compensation Order on April 17, 2002. By this Court’s order effective as of July 22, 2002, EARTM was appointed as Delaware Counsel on behalf of the ZAI Claimants to prosecute the ZAI “Science Trial” issues on behalf of the ZAI Claimants’ position against Debtors’ position (the “Appointment Order”). The Appointment Order authorized a total budget for ZAI Counsel of \$1.5 million in fees and \$500,000.00 in expenses for prosecuting the Science Trial. On July 28, 2003, the Court entered an order approving the Joint Motion of Debtors and ZAI Claimants to Increase Budget for Science Trial (the “Budget Increase Order”). According to the Budget Increase Order the litigation budget is increased \$950,000.00 per side for fees and expenses in the course of prosecuting the Science Trial against which EARTM may be compensated for legal services at its regular hourly rates, and for actual and necessary out-of-

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<sup>2</sup> To conform with the titles of the quarterly applications being filed by the firms who have been in the case since its inception, EARTM is titling this the “Thirteenth Interim Quarterly Application although it is actually EARTM’s

pocket expenses incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and all applicable local rules and orders of this Court.

**Monthly Interim Fee Applications Covered Herein**

3. Pursuant to the procedures set forth in the Compensation Order, professionals may apply for monthly compensation and reimbursement (each such application, a "Monthly Fee Application") subject to any objections lodged by the Notice Parties, as defined in the Compensation Order. If no objection is filed to a Monthly Fee Application within twenty (20) days after the date of service of the Monthly Fee Application, the applicable professional may submit to the Court a certification of no objection whereupon the Debtors are authorized to pay interim compensation and reimbursement of 80% of the fees and 100% of the expenses requested.

4. Furthermore, and also pursuant to the Compensation Order, professionals are to file and serve upon the notice parties a quarterly request (a "Quarterly Fee Application") for interim Court approval and allowance of the Monthly Fee Applications filed during the quarter covered by that Quarterly Fee Application. If the Court grants the relief requested by the Quarterly Fee Application, the Debtors are authorized and directed to pay the professional 100% of the fees and expenses requested in the Monthly Fee Applications covered by that Quarterly Fee Application less any amounts previously paid in connection with the Monthly Fee Applications. Any payment made pursuant to the Monthly Fee Applications or a Quarterly Fee Application is subject to final approval of all fees and expenses at a hearing on the professional's final fee application.

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cighth such application.

5. This is the Thirteenth Interim Quarterly Fee Application that EARTM has filed with the Bankruptcy Court in connection with these Chapter 11 Cases.

6. EARTM has filed the following Monthly Fee Applications for interim compensation during this Fee Period:

1. The Seventeenth Monthly Application of Elzufon Austin Reardon Tarlov & Mondell, P.A. for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Zonolite Attic Insulation Claimants for the Period of April 1, 2004 through April 30, 2004 (the "April Fee Application") attached hereto as Exhibit A.
2. The Eighteenth Monthly Application of Elzufon Austin Reardon Tarlov & Mondell, P.A. for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Zonolite Attic Insulation Claimants for the Period of May 1, 2004 through May 31, 2004 (the "May Fee Application") attached as Exhibit B.
3. The Nineteenth Monthly Application of Elzufon Austin Reardon Tarlov & Mondell, P.A. for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Zonolite Attic Insulation Claimants for the Period of June 1, 2004 through June 30, 2004 (the "June Fee Application") attached as Exhibit C.

7. The period for objecting to the fees and expense reimbursement requested in the April Fee Application, May Fee Application and June Fee Application has expired and Certificates of No Objection have been filed for each application.

8. During the Fee Period, EARTM has prepared for the ZAI Science Trial as detailed in the Application.

**Requested Relief**

9. By this Thirteenth Interim Quarterly Fee Application, EARTM requests that the Court approve the interim allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by EARTM for the Fee Period as detailed in the Application, less any amounts previously paid to EARTM pursuant to the Application and the procedures set forth in the Compensation Order. The full scope of services provided and the related expenses incurred are fully described in the Applications, which are attached hereto as Exhibits A through C.

**Disinterestedness**

10. With the exception of its representation of ZAI claimants and other unrelated parties with matters before this court, EARTM does not hold or represent any interest adverse to the Debtors' estates.

11. In addition, EARTM may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors and the Chapter 11 Cases.

**Representations**

12. EARTM believes that the Application is in compliance with the requirements of Del.Bankr.LR 2016-2.

13. EARTM performed the services for which it is seeking compensation under its Court Appointment effective as of July 22, 2002.



14. During the Fee Period, EARTM has received no payment, nor has it received any promises for payment, from any other source for services rendered or to be rendered on behalf of the ZAI Claimants in connection with these Chapter 11 Cases.

15. Pursuant to Fed. R. Bank. P. 2016(b), EARTM has not shared, nor has it agreed to share: (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of EARTM; or (b) any compensation another person or party has received or may receive in connection with the Chapter 11 Cases.

16. Although every effort has been made to include all fees and expenses from the Fee Period in the Application, some fees and expenses from the Fee Period might not be included in the Application due to accounting and processing delays. EARTM reserves the right to make further application to the Court for allowance of fees and expenses for the Fee Period not included herein.

WHEREFORE, EARTM respectfully requests that the Court enter an order providing: (a) that for the Fee Period an administrative allowance be made to EARTM in the sum of (i) \$4,690.50 as compensation for reasonable and necessary professional services, and (ii) \$2,066.84 for reimbursement of actual and necessary costs and expenses incurred (for a total of \$6,757.34); (b) that the Debtors be authorized and directed to pay to EARTM the outstanding amount of such sums less any sums previously paid to EARTM pursuant to the Application and the procedures set forth in the Compensation Order; and (c) that this Court grant such further relief as is equitable and just.

Dated: Wilmington, Delaware  
September 21, 2004

ELZUFON AUSTIN REARDON  
TARLOV & MONDELL, P.A.

/s/ William D. Sullivan

William D. Sullivan (No. 2820)  
Charles J. Brown, III (No. 3368)  
300 Delaware Ave., Suite 1700  
P.O. Box 1630  
Wilmington, DE 19801  
(302) 428-3181

*Delaware Counsel for ZAI Claimants*

## **EXHIBIT A**

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re: W.R. GRACE & CO., et al.,  
Debtors.

Chapter 11

Bankruptcy No. 01-01139 (JFK)

(Jointly Administered)

Objection Deadline: September 8, 2004

Hearing Date: TBD if necessary

**SUMMARY OF APPLICATION OF ELZUFON AUSTIN REARDON  
TARLOV & MONDELL, P.A. FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO  
THE ZONOLITE ATTIC INSULATION CLAIMANTS FOR THE PERIOD  
OF APRIL 1, 2004 THROUGH APRIL 30, 2004**

Name of Applicant: Elzufon Austin Reardon Tarlov & Mondell, P.A.

Authorized to provide  
Professional services to: Zonolite Attic Insulation Claimants

Date of retention: August 22, 2002

Period for which compensation  
and reimbursement is sought: April 1, 2004 through  
April 30, 2004

Amount of compensation sought  
as actual reasonable and necessary: \$821.00

Amount of expense reimbursement  
sought as actual reasonable and  
necessary: \$ 0.00

This is a:   X   Monthly        Interim        Final Application

Prior Application Filed: Yes.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
11/18/02	7/23/02 through 9/30/02	\$ 5,738.00	\$ 692.54	Approved	Approved
12/12/02	10/1/02 through 10/31/02	\$ 1,998.00	\$ 171.59	Approved	Approved
2/10/03	11/1/02 through 11/30/02	\$ 3,994.00	\$ 1,875.81	Approved	Approved
2/12/03	12/1/02 through 12/31/02	\$ 1,808.50	\$ 500.47	Approved	Approved
3/19/03	1/1/03 through 1/31/03	\$ 970.50	\$ 145.35	Approved	Approved
5/16/03	2/1/03 through 2/28/03	\$ 2,314.00	\$ 286.80	Approved	Approved
5/16/03	3/1/03 through 3/31/03	\$ 4,031.00	\$ 1,444.29	Approved	Approved
7/1/03	4/1/03 through 4/30/03	\$ 920.00	\$ 45.00	Pending	Pending
8/14/03	5/1/03 through 5/31/03	\$2,152.50	\$ 2,119.56	Pending	Pending
8/15/03	6/1/03 through 6/31/03	\$ 2,865.00	\$ 2,120.25	Pending	Pending
9/15/03	7/1/03 through 7/31/03	\$ 4,393.50	\$ 295.24	Pending	Pending
10/31/03	8/1/03 through 8/31/03	\$ 3,623.00	\$ 69.68	Pending	Pending
11/3/03	9/1/03 through 9/30/03	\$ 2,892.50	\$ 2,022.29	Pending	Pending
5/17/04	1/1/04 through 1/31/04	\$ 1,127.00	\$1,502.14	Pending	Pending
5/17/04	2/1/04 through 2/29/04	\$ 1,937.00	\$ 2,426.80	Pending	Pending
5/20/04	3/1/2004 through 3/31/2004	\$ 1,281.50	\$139.20	Pending	Pending

As indicated above, this is the seventeenth application for monthly interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.

The total time expended for the preparation of this application is approximately 3 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$300.00.

The Elzefon Austin Reardon Tarlov & Mondell, P.A., attorney who rendered professional services in these cases during the Fee Period is:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly Billing Rate	Total billed hours	Total compensation
William D. Sullivan	Partner	13	Bankruptcy	\$220.00	.8	\$176.00
TOTALS					.8	\$176.00

The Elzefon Austin Reardon Tarlov & Mondell, P.A. paraprofessional who rendered professional services in these cases during the Fee Period is:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly Billing Rate	Total billed hours	Total compensation
Michael Young	Paralegal	1	Bankruptcy	\$75.00	8.6	\$645.00
TOTALS					17.3	\$645.00

#### Compensation by Project Category

Category	Total Hours	Total Fees
12-Fee Application, Others	8.6 Hours	\$1,325.00
22-ZAI Science Trial	.8 Hours	\$132.00
TOTALS	18.4 Hours	\$1,457.00

**EXPENSES**

Description	Amount
Computer Assisted Legal Research	
Telephone Expense	
Telephone Expense – Outside	
Facsimile (\$1.00 per page)	
Postage Expense	
Courier & Express Carriers	
In-House Duplicating / Printing (\$.15 per page)	
Outside Duplicating / Printing	
Lodging	
Transportation	
Air Travel Expense	
Taxi Expense	
Mileage Expense	
Travel Meals	
Parking	
General Expense	
Expert Services	
Books/Videos	
<b>Total:</b>	<b>\$0.00</b>

Dated: Wilmington, Delaware  
August 19, 2004

ELZUFON, AUSTIN, REARDON,  
TARLOV & MONDELL, P.A.

/s/ William D. Sullivan

William D. Sullivan, Esq. (No. 2820)  
Charles J. Brown, III, Esq. (No. 3368)  
300 Delaware Avenue, Suite 1700  
P.O. Box 1630  
Wilmington, DE 19899-1630  
Phone: (302) 428-3181  
Fax: (302) 777-7244

Delaware Counsel to ZAI Claimants

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re: W.R. GRACE & CO., et al.,  
  
Debtors,

Chapter 11

Bankruptcy No. 01-01139 (JFK)

(Jointly Administered)

Objection Deadline: September 8, 2004

Hearing Date: TBD if necessary

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**FEE DETAIL OF ELZUFON AUSTIN REARDON TARLOV & MONDELL, P.A. FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE ZONOLITE ATTIC INSULATION CLAIMANTS  
FOR THE PERIOD OF APRIL 1, 2004 THROUGH APRIL 30, 2004**



ZAI Plaintiffs  
Richardson Patrick Westbrook  
174 East Bay Street  
Charleston SC 29401

Page: 1  
05/01/2004  
Client No: 220305-11221M  
Statement No: 202553

Attn: Edward Westbrook

W.R. Grace & Companies, et al.  
CA No. 01-1139  
A-01-771

Fees

	Hours	
04/01/04		
MY Update pleadings	1.60	
04/05/04		
WDS Review Notice of Oral Argument on appeal issues.	0.10	
04/15/04		
MY Update fee application files	0.70	
4/16/04		
MY Review file, etc.	0.30	
4/20/04		
WDS Review status of Plan process.	0.20	
MY Prepare Jan. and Feb. 2004 Fee Applications of RPWB for filing	1.40	
4/21/04		
MY Format, file and serve Jan and feb fee applications of RPWB, update file	1.70	
4/22/04		
MY update file re 4/26 hearing	0.10	
4/26/04		
WDS Review agenda for 4/26 Hearing; Plan extension Motion continued.	0.20	
MY Prepare nov and dec fee apps of L&A for filing, format file and serve	2.80	
4/27/04		
WDS Review Notice of Cancellation of Hearing.	0.10	
WDS Review Debtors application for appointment of futures representative.	0.20	
For Current Services Rendered	9.40	821.00

Recapitulation			
<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>
William D. Sullivan	Partner	0.80	\$220.00
Michael Young	Paralegal	8.60	75.00
			Total
			\$176.00
			645.00

Statement No:

202553

W.R. Grace &amp; Companies, et al.

CA No. 01-1139

A-01-771

Total Current Work

821.00

Balance Due

\$821.00

## **EXHIBIT B**

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In Re: W.R. GRACE & CO., et al.,  
Debtors.

Chapter 11

Bankruptcy No. 01-01139 (JFK)

(Jointly Administered)

Objection Deadline: September 8, 2004  
Hearing Date: TBD if necessary

**SUMMARY OF APPLICATION OF ELZUFON AUSTIN REARDON  
TARLOV & MONDELL, P.A. FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO  
THE ZONOLITE ATTIC INSULATION CLAIMANTS FOR THE PERIOD  
OF JUNE 1, 2004 THROUGH JUNE 30, 2004**

Name of Applicant: Elzufon Austin Reardon Tarlov & Mondell, P.A.

Authorized to provide  
Professional services to: Zonolite Attic Insulation Claimants

Date of retention: August 22, 2002

Period for which compensation  
and reimbursement is sought: June 1, 2004 through  
June 30, 2004

Amount of compensation sought  
as actual reasonable and necessary: \$ 2,359.00

Amount of expense reimbursement  
sought as actual reasonable and  
necessary: \$ 1,160.75

This is a:   X   Monthly        Interim        Final Application

Prior Application Filed: Yes.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
11/18/02	7/23/02 through 9/30/02	\$ 5,738.00	\$ 692.54	Approved	Approved
12/12/02	10/1/02 through 10/31/02	\$ 1,998.00	\$ 171.59	Approved	Approved
2/10/03	11/1/02 through 11/30/02	\$ 3,994.00	\$ 1,875.81	Approved	Approved
2/12/03	12/1/02 through 12/31/02	\$ 1,808.50	\$ 500.47	Approved	Approved
3/19/03	1/1/03 through 1/31/03	\$ 970.50	\$ 145.35	Approved	Approved
5/16/03	2/1/03 through 2/28/03	\$ 2,314.00	\$ 286.80	Approved	Approved
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5/17/04	2/1/04 through 2/29/04	\$ 1,937.00	\$ 2,426.80	Pending	Pending
5/20/04	3/1/2004 through 3/31/2004	\$ 1,281.50	\$139.20	Pending	Pending
8/20/2004	4/1/2004 through 4/30/04	\$821.00	\$0.00	Pending	Pending
8/20/2004	5/1/2004 through 5/31/04	\$1,510.50	\$906.09	Pending	Pending

As indicated above, this is the eighteenth application for monthly interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.

The total time expended for the preparation of this application is approximately 3 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$300.00.

The Elzufon Austin Reardon Tarlov & Mondell, P.A., attorney who rendered professional services in these cases during the Fee Period is:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly Billing Rate	Total billed hours	Total compensation
William D. Sullivan	Partner	14	Bankruptcy	\$220.00	3.8	\$836.00
Charles J. Brown, III	Sr. Assoc.	11	Bankruptcy	\$190.00	1.7	\$323.00
TOTALS					5.5	\$1,159.00

The Elzufon Austin Reardon Tarlov & Mondell, P.A. paraprofessional who rendered professional services in these cases during the Fee Period is:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly Billing Rate	Total billed hours	Total compensation
Thomas Bielli	Paralegal	2	Bankruptcy	\$75.00	1.7	\$127.50
Michael Young	Paralegal	2	Bankruptcy	\$75.00	14.3	\$1,072.50
TOTALS					16.0	\$1,200.00

#### Compensation by Project Category

Category	Total Hours	Total Fees
12-Fee Application, Others	10.0 Hours	\$902.00
22-ZAI Science Trial	11.5 Hours	\$1,457.00
TOTALS	21.5 Hours	\$2,359.00

**EXPENSES**

Description	Amount
Computer Assisted Legal Research	
Telephone Expense	
Telephone Expense - Outside	
Facsimile (\$1.00 per page)	
Postage Expense	
Courier & Express Carriers	
In-House Duplicating / Printing (\$.15 per page)	
Outside Duplicating / Printing	\$1,160.75
Lodging	
Transportation	
Air Travel Expense	
Taxi Expense	
Mileage Expense	
Travel Meals	
Parking	
General Expense	
Expert Services	
Books/Videos	
<b>Total:</b>	<b>\$1,160.75</b>

Dated: Wilmington, Delaware  
August 19, 2004

ELZUFON, AUSTIN, REARDON,  
TARLOV & MONDELL, P.A.

/s/ William D. Sullivan

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Charles J. Brown, III, Esq. (No. 3368)  
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P.O. Box 1630  
Wilmington, DE 19899-1630  
Phone: (302) 428-3181  
Fax: (302) 777-7244

Delaware Counsel to ZAI Claimants

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re: W.R. GRACE & CO., et al.,  
  
Debtors,

Chapter 11

Bankruptcy No. 01-01139 (JFK)

(Jointly Administered)

Objection Deadline: September 8, 2004

Hearing Date: TBD if necessary

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**FEE DETAIL OF ELZUFON AUSTIN REARDON TARLOV & MONDELL, P.A. FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE ZONOLITE ATTIC INSULATION CLAIMANTS  
FOR THE PERIOD OF JUNE 1, 2004 THROUGH JUNE 30, 2004**



ZAI Plaintiffs  
Richardson Patrick Westbrook  
174 East Bay Street  
Charleston SC 29401

Page: 1  
06/30/2004  
Client No: 220305-11221M  
Statement No: 203394

Attn: Edward Westbrook

W.R. Grace & Companies, et al.  
CA No. 01-1139  
A-01-771

Fees

	Hours
01/04	
TB Review dockets; opinions; pleadings re status of recusal	1.60
WDS Review status of Judge Wolin's recusal and petition for re-hearing.	0.30
WDS Review Orders entered by District Court and 3rd Circuit re: Judge assignments.	0.20
02/04	
TB Telephone conference with clerks office re status of petition for rehearing	0.10
WDS Review memo re: Judge designations and appeal process.	0.20
MY Complete 7th quarterly draft	1.20
03/04	
MY Completely 7th Quarterly Fee Application (1.9); draft notice of service/filing and order (.5); gather docs (.2)	2.60
07/04	
WDS Review and approve filing of 17th Quarterly Fee application for EART&M.	0.30
MY Format, finalize and serve Fee application; prepare, format, finalize and serve notice for filing	1.80
8/04	
MY Complete service of notice of filing; complete email service	0.70
0/04	
MY Review 11th Interim Report and category spreadsheet provided by WH Smith	0.30
1/04	
WDS Review memorandum and Order regarding need to prepare Status Report on case; forward to co-counsel.	0.30
/04	
WDS Review Final Report re: fee application.	0.10
WDS Review agenda for Hearing; e-mail to	

W.R. Grace & Companies, et al.  
CA No. 01-1139  
A-01-771

Statement No: 203394

	Hours	
co-counsel re: same.	0.30	
6/17/04		
WDS Review Notice of cancellation of Hearing; e-mail co-counsel re: same.	0.20	
MY Prepare January, February, March Fee applications for filing/service	2.30	
6/18/04		
WDS Review Statement of Futures Representative.	0.20	
6/21/04		
WDS E-mail from co-counsel re: status report.	0.30	
WDS Review Order; review service obligations for Status Report.	0.30	
WDS Review Status Report and prepare for filing.	0.50	
CJB Review and revise Status Report.	1.70	
MY Prepare status report for filing, file and serve	3.90	
6/22/04		
WDS Review Status Report filed by counsel for P.I. Committee.	0.40	
MY Ensure proper filing and service of Status Report, review/obtain SRs	1.50	
6/23/04		
WDS Review certification of counsel regarding fee application and fee summary.	0.20	
For Current Services Rendered	21.50	2,359.00

#### Recapitulation

<u>keeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
livan, William D.	Partner	3.80	\$220.00	\$836.00
lli, Tom	Paralegal Manag	1.70	75.00	127.50
rls J. Brown	Senior Associat	1.70	190.00	323.00
rael Young	Paralegal	14.30	75.00	1,072.50

#### Advances

8/04 Out sourcing of services. Reliable Copy Service, Inc. - Photocopying and Mailing (See attached copy of invoice).	952.95
1/04 Out sourcing of services. Reliable Copy Service, Inc. - Photocopying and mailings with hand deliveries (See attached copy of invoice for details.)	1,160.75
Total Advances	2,113.70
Total Current Work	4,472.70

W.R. Grace & Companies, et al.  
CA No. 01-1139  
A-01-771

Statement No: 203394

Balance Due

\$4,472.70

Nemours Building  
1007 Orange St, Suite 110  
Wilmington, De. 19801

# INVOICE

DATE	INVOICE NO.
6/8/2004	13153

<b>BILL TO</b>
Elzefon & Austin P.A. 300 Delaware Ave. 17th Floor Wilmington DE 19801 Attn: Mike Young

<b>SHIP TO</b>
Elzefon & Austin P.A. 300 Delaware Ave. 17th Floor Wilmington DE 19801

JOB DATE	TERMS	REP	SHIP VIA	FILE #	FILE NAME
	Net 30	JC	Delivery	220305-11221	WR Grace
DESCRIPTION			QTY	RATE	AMOUNT
Straight Copying			4,935	0.10	493.50T
U.S. Postage			205	1.29	264.45T
Hand Deliveries			30	6.50	195.00T
Sales Tax (in-state Sales-exempt);				0.00	0.00
Thank you for your business.				<b>Total</b>	\$952.95

Please check all media. Reliable will not be responsible  
for source data after 30 days from job delivery.  
For any questions, please call us at (302) 654-8080.

Reliable Copy Service, Inc.- Delaware

**INVOICE**

Nemours Building  
1007 Orange St, Suite 110  
Wilmington, De. 19801

DATE	INVOICE NO.
6/21/2004	13287

<b>BILL TO</b>
Elzufon & Austin P.A. 300 Delaware Ave. 17th Floor Wilmington DE 19801 Attn: Mike Young

<b>SHIP TO</b>
Elzufon & Austin P.A. 300 Delaware Ave. 17th Floor Wilmington DE 19801

JOB DATE	TERMS	REP	SHIP VIA	FILE #	FILE NAME
	Net 30	JC	Delivery	220305-11221	WR Grace
DESCRIPTION			QTY	RATE	AMOUNT
Straight Copying			10.078	0.10	1,007.80T
U.S. Postage			6	5.85	35.10T
U.S. Postage			3	9.30	27.90T
U.S. Postage			1	12.15	12.15T
U.S. Postage			1	6.30	6.30T
Hand Deliveries			11	6.50	71.50T
Sales Tax (in-state Sales-exempt):				0.00	0.00
Thank you for your business.				<b>Total</b>	\$1,160.75

Please check all media. Reliable will not be responsible  
for source data after 30 days from job delivery.  
For any questions, please call us at (302) 654-8080.

## **EXHIBIT C**

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re: W.R. GRACE & CO., et al.,  
Debtors.

Chapter 11

Bankruptcy No. 01-01139 (JFK)

(Jointly Administered)

Objection Deadline: September 8, 2004

Hearing Date: TBD if necessary

**SUMMARY OF APPLICATION OF ELZUFON AUSTIN REARDON  
TARLOV & MONDELL, P.A. FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO  
THE ZONOLITE ATTIC INSULATION CLAIMANTS FOR THE PERIOD  
OF MAY 1, 2004 THROUGH MAY 31, 2004**

Name of Applicant: Elzufon Austin Reardon Tarlov & Mondell, P.A.

Authorized to provide  
Professional services to: Zonolite Attic Insulation Claimants

Date of retention: August 22, 2002

Period for which compensation  
and reimbursement is sought: May 1, 2004 through  
May 31, 2004

Amount of compensation sought  
as actual reasonable and necessary: \$1,510.50

Amount of expense reimbursement  
sought as actual reasonable and  
necessary: \$ 906.09

This is a:   X   Monthly        Interim        Final Application

Prior Application Filed: Yes.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Status of Fees	Status of Expenses
11/18/02	7/23/02 through 9/30/02	\$ 5,738.00	\$ 692.54	Approved	Approved
12/12/02	10/1/02 through 10/31/02	\$ 1,998.00	\$ 171.59	Approved	Approved
2/10/03	11/1/02 through 11/30/02	\$ 3,994.00	\$ 1,875.81	Approved	Approved
2/12/03	12/1/02 through 12/31/02	\$ 1,808.50	\$ 500.47	Approved	Approved
3/19/03	1/1/03 through 1/31/03	\$ 970.50	\$ 145.35	Approved	Approved
5/16/03	2/1/03 through 2/28/03	\$ 2,314.00	\$ 286.80	Approved	Approved
5/16/03	3/1/03 through 3/31/03	\$ 4,031.00	\$ 1,444.29	Approved	Approved
7/1/03	4/1/03 through 4/30/03	\$ 920.00	\$ 45.00	Pending	Pending
8/14/03	5/1/03 through 5/31/03	\$2,152.50	\$ 2,119.56	Pending	Pending
8/15/03	6/1/03 through 6/31/03	\$ 2,865.00	\$ 2,120.25	Pending	Pending
9/15/03	7/1/03 through 7/31/03	\$ 4,393.50	\$ 295.24	Pending	Pending
10/31/03	8/1/03 through 8/31/03	\$ 3,623.00	\$ 69.68	Pending	Pending
11/3/03	9/1/03 through 9/30/03	\$ 2,892.50	\$ 2,022.29	Pending	Pending
5/17/04	1/1/04 through 1/31/04	\$ 1,127.00	\$1,502.14	Pending	Pending
5/17/04	2/1/04 through 2/29/04	\$ 1,937.00	\$ 2,426.80	Pending	Pending
5/20/04	3/1/2004 through 3/31/2004	\$ 1,281.50	\$139.20	Pending	Pending
8/20/2004	4/1/2004 through 4/30/04	\$821.00	\$0.00	Pending	Pending
8/20/2004	5/1/2004 through 5/31/04	\$1,510.50	\$906.09	Pending	Pending



As indicated above, this is the eighteenth application for monthly interim compensation of services filed with the Bankruptcy Court in the Chapter 11 Cases.

The total time expended for the preparation of this application is approximately 3 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$300.00.

The Elzufon Austin Reardon Tarlov & Mondell, P.A., attorney who rendered professional services in these cases during the Fee Period is:

Name of Professional Person	Position with the applicant	Number of years as an attorney	Department	Hourly Billing Rate	Total billed hours	Total compensation
William D. Sullivan	Partner	13	Bankruptcy	\$220.00	2.4	\$528.00
TOTALS					2.4	\$528.00

The Elzufon Austin Reardon Tarlov & Mondell, P.A. paraprofessional who rendered professional services in these cases during the Fee Period is:

Name of Professional Person	Position with the applicant	Number of years in position	Department	Hourly Billing Rate	Total billed hours	Total compensation
Michael Young	Paralegal	1	Bankruptcy	\$75.00	13.1	\$982.50
TOTALS					13.1	\$982.50

#### Compensation by Project Category

Category	Total Hours	Total Fees
12-Fee Application, Others	14.4 Hours	\$1,268.50
22-ZAI Science Trial	1.1 Hours	\$242.00
TOTALS	15.5 Hours	\$1,510.50

**EXPENSES**

Description	Amount
Computer Assisted Legal Research	
Telephone Expense	
Telephone Expense - Outside	
Facsimile (\$1.00 per page)	
Postage Expense	
Courier & Express Carriers	
In-House Duplicating / Printing (\$.15 per page)	\$906.09
Outside Duplicating / Printing	
Lodging	
Transportation	
Air Travel Expense	
Taxi Expense	
Mileage Expense	
Travel Meals	
Parking	
General Expense	
Expert Services	
Books/Videos	
<b>Total:</b>	<b>\$906.09</b>

Dated: Wilmington, Delaware  
August 19, 2004

ELZUFON, AUSTIN, REARDON,  
TARLOV & MONDELL, P.A.

/s/ William D. Sullivan

William D. Sullivan, Esq. (No. 2820)  
Charles J. Brown, III, Esq. (No. 3368)  
300 Delaware Avenue, Suite 1700  
P.O. Box 1630  
Wilmington, DE 19899-1630  
Phone: (302) 428-3181  
Fax: (302) 777-7244

Delaware Counsel to ZAI Claimants

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In Re: W.R. GRACE & CO., et al.,  
  
Debtors,

Chapter 11

Bankruptcy No. 01-01139 (JFK)

(Jointly Administered)

Objection Deadline: September 8, 2004

Hearing Date: TBD if necessary

---

**FEE DETAIL OF ELZUFON AUSTIN REARDON TARLOV & MONDELL, P.A. FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE ZONOLITE ATTIC INSULATION CLAIMANTS  
FOR THE PERIOD OF MAY 1, 2004 THROUGH MAY 31, 2004**

Page: 1

ZAI Plaintiffs  
Richardson Patrick Westbrook  
174 East Bay Street  
Charleston SC 29401

05/31/2004  
Client No: 220305-11221M  
Statement No: 202554

Attn: Edward Westbrook

W.R. Grace & Companies, et al.  
CA No. 01-1139  
A-01-771

Fees

	Hours
05/05/04	
MY Review file docket re: status of quarterly fee applications (1.2); gather exhibits; prepare 11th quarterly for service (1.3); format, file and serve same (.9)	3.40
MY Draft notice of hearing	0.30
05/06/04	
MY Format, file and serve Notice of Service of 11th quarterly of L & A	0.60
05/10/04	
WDS Review pleadings re: appointment of Futures representative.	0.30
05/14/04	
MY Draft January, February and March Fee Applications	2.80
05/17/04	
MY Revise and prepare January, February, March fee applications for filing	1.40
WDS Review of Order disqualifying Judge Wolin and forward to co-counsel.	0.50
WDS Review Reed Smith's Quarterly Fee Application and forward to co-counsel.	0.20
05/18/04	
MY Complete January, February, March Fee applications	1.40
WDS Phone call to counsel for Committee re: status of ZAI matters.	0.20
WDS Phone call to co-counsel re: Status Conference.	0.20
5/19/04	
MY Review hearing agenda for 5/24 and pending ZAI status report	0.20
WDS Review agenda for Hearing.	0.20

	Hours	
05/20/04		
MY Format, file and serve January, February, March fee application of EART&M	1.40	
WDS Phone call to co-counsel re: report by Bankruptcy Clerk on search for new judge.	0.30	
WDS E-mail from co-counsel re: telephonic participation.	0.10	
05/24/04		
MY Hearing preparation	0.30	
WDS Phone call to co-counsel re: handling of Status Conference; review and forward press release.	0.40	
05/25/04		
MY Obtain hearing information	0.10	
05/26/04		
MY Begin draft of 11th Quarterly Fee Application	1.20	
For Current Services Rendered	15.50	1,510.50

Recapitulation				
<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Sullivan, William D.	Partner	2.40	\$220.00	\$528.00
Michael Young	Paralegal	13.10	75.00	982.50

Advances

05/06/04 Out sourcing of services. Reliable Copy Service, Inc. Photocopying, Mailings and Hand Deliveries (See attached invoice).	906.09
Total Advances	906.09
Total Current Work	2,416.59
Balance Due	<u>\$2,416.59</u>

Nemours Building  
1007 Orange St, Suite 110  
Wilmington, De. 19801

# INVOICE

DATE	INVOICE NO.
5/6/2004	12933

<b>BILL TO</b>
Elzufon & Austin P.A. 300 Delaware Ave. 17th Floor Wilmington DE 19801 Attn: Mike Young

<b>SHIP TO</b>
Elzufon & Austin P.A. 300 Delaware Ave. 17th Floor Wilmington DE 19801

JOB DATE	TERMS	REP	SHIP VIA	FILE #	FILE NAME
	Net 30	JC	Delivery	220305-11221	
DESCRIPTION			QTY	RATE	AMOUNT
Straight Copying			4,935	0.10	493.50T
U.S. Postage			204	1.06	216.24T
Postage-Canadian			1	1.35	1.35T
Hand Deliveries			30	6.50	195.00T
Sales Tax (in-state Sales-exempt);				0.00	0.00
Thank you for your business.				<b>Total</b>	\$906.09

Please check all media. Reliable will not be responsible  
for source data after 30 days from job delivery.  
For any questions, please call us at (302) 654-8080.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. Grace & Co., <u>et al.</u> ,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	

**ORDER GRANTING QUARTERLY FEE APPLICATION**

Elzufon Austin Reardon Tarlov & Mondell, P.A. ("EARTM") as Delaware counsel to ZAI Claimants in the above-referenced bankruptcy case, filed the Thirteenth Quarterly Application for Allowance of Compensation and Reimbursement of Expenses for January 1, 2004 through March 31, 2004 (the "Thirteenth Quarterly Application"). The Court has reviewed the Thirteenth Quarterly Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Thirteenth Quarterly Application, and any hearing on the Thirteenth Quarterly Application, was adequate under the circumstances; and (c) all person with standing have been afforded the opportunity to be heard on the Thirteenth Quarterly Application.

Accordingly, it is hereby

ORDERED that the Thirteenth Quarterly Application is GRANTED as modified herein, on an interim basis. Debtors shall pay to EARTM the sum of \$4,690.50 as compensation and \$2,066.84 as reimbursement of expenses, for a total of \$6,757.34 for services rendered and disbursements incurred by EARTM for the period April 1, 2004 through June 30, 2004, less any amounts previously paid in connection with the monthly fee applications.

Dated: \_\_\_\_\_, 2004

\_\_\_\_\_  
The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge

**CERTIFICATE OF SERVICE**

I, William D. Sullivan, Esquire, hereby certify that on September 20, 2004 service of the foregoing:

- **Thirteenth Interim Quarterly Application of Elzufon Austin Reardon Tarlov & Mondell, P.A., for Compensation for Services Rendered and Reimbursement of Expenses as Delaware Counsel to the Zonolite Attic Insulation Claimants for the Interim Period from April 1, 2004 through June 30, 2004**

was made upon the attached Service List via hand delivery and first class mail.

Dated: Wilmington, Delaware  
September 21, 2004

/s/ William D. Sullivan  
WILLIAM D. SULLIVAN



**SERVICE LIST**

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919 North Market Street, 16th Floor  
Wilmington, DE 19899-8705

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Bilzin Sumberg Dunn Baena  
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Wilmington, DE 19801

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Wilmington, DE 19801

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844 King Street, Room 2313  
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Wilmington, DE 19801

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Deborah E. Spivack, Esquire  
Richards, Layton & Finger, P.A.  
One Rodney Square  
P.O. Box 551  
Wilmington, DE 19899

James J. Restivo, Jr., Esquire  
Reed Smith LLP  
435 Seventh Avenue  
Pittsburgh, PA 15219-1886

William J.A. Sparks, Esquire  
W.R. Grace & Company  
919 N. Market, Suite 460  
Wilmington, DE 19899

Warren H. Smith  
Warren H. Smith and Associates  
900 Jackson Street  
120 Founders Square  
Dallas, TX 75202